



CORPORATION SERVICE COMPANY

RECORDATION NO. 26114 FILED

JAN 10 '06

4-07 PM

SURFACE TRANSPORTATION BOARD

JAN 10 2006  
RECEIVED

January 9, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
Ref# 149251-1  
Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of **January 31, 2005** between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **St Marys Cement Inc (U.S.)**  
9333 Dearborn St., Detroit, MI 48209

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **St Marys Cement Inc (U.S.)** covering 40-3,256 C.F. COVERED HOPPER CARS WITH GRAVITY GATES AND ROUND HATCHES SMMX1002-SMMX1041 AS FURTHER DESCRIBED ON THE ATTACHED SCHEDULE A-INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800/995-5071 ext 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani  
Motor Vehicle Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31<sup>st</sup> day of January, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ST. MARYS CEMENT INC. (U.S.), a Delaware corporation, with an address at 9333 Dearborn St., Detroit, MI 48209 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of January 31, 2005 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ST. MARYS CEMENT INC. (U.S.)

By: [Signature]  
Name: Jim Bezyk  
Title: Distribution Manager

# Schedule A

## Number of Cars

## Equipment Description

40 3,256 C.F. covered hopper car with gravity gates and round hatches

1	SMMX	1002
2	SMMX	1003
3	SMMX	1004
4	SMMX	1005
5	SMMX	1006
6	SMMX	1007
7	SMMX	1008
8	SMMX	1009
9	SMMX	1010
10	SMMX	1011
11	SMMX	1012
12	SMMX	1013
13	SMMX	1014
14	SMMX	1015
15	SMMX	1016
16	SMMX	1017
17	SMMX	1018
18	SMMX	1019
19	SMMX	1020
20	SMMX	1021
21	SMMX	1022
22	SMMX	1023
23	SMMX	1024
24	SMMX	1025
25	SMMX	1026
26	SMMX	1027
27	SMMX	1028
28	SMMX	1029
29	SMMX	1030
30	SMMX	1031
31	SMMX	1032
32	SMMX	1033
33	SMMX	1034
34	SMMX	1035
35	SMMX	1036
36	SMMX	1037
37	SMMX	1038
38	SMMX	1039
39	SMMX	1040
40	SMMX	1041